

# **Influence of a company member on the management of a limited company**

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## **Abstract**

The thesis deals with the legal relation between the member of a limited company and this company with focus on his influence on company's management. The paper concentrates mainly on particular rights of non-proprietary nature, which are entrusted to the member by the Commercial Code and recently by the Business Corporations Act for a purpose of the performance of the member's influence. The thesis takes relevant opinions of the doctrine as well as the corresponding case-law into consideration.

First two chapters provide overview of fundamental terms, which are used and developed further in the paper. The limited company is distinguished from the personal company. The content of the legal relation between a member and a company is described with emphasis on the existence of a share. The existence of particular rights of a member is indicated.

Essential part of the paper is the third chapter, which deals with the right of a member to management of the company and with other related rights, which allow a member to influence the management. The chapter is divided to subsections according to particular rights.

A member of a company can perform most of his rights on the general meeting. The general meeting is an assembly of members with specified scope of authority. It has to be convened properly to be able to adopt a decision. These aspects are analysed with regard to member's possibilities to influence them.

Decision can be result of a decision-making process outside the general meeting. This is the case of the per rollam decision-making or of the additional voting of a member for a proposal of a decision.

Regarding the general meeting the member's right to attend the general meeting in person or by proxy is discussed. The main attention is dedicated to the voting on the general

meeting, especially to those cases, when the member's voting power is no longer derived from the size of his share.

Next subsection focuses on possibilities of influencing the agenda of the general meeting and wording of proposals.

Furthermore, the member's right to informations and explanations, which provide him with an informational basis for his influence on the management of a company.

Finally, the last subsections deals with the possiblity to oppose an adopted decision before the court of law, which represents the negative way of influence of a company member on the management.